



INDIABULLS REAL ESTATE LIMITED

(CIN: L45101HR2006PLC095409)

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Whistle Blower Policy

1. Introduction

In order to achieve its objectives of highest business, governance, ethical and legal standards Indiabulls Real Estate Limited (“the Company” or “IBREL”) has formulated several policies to assist its employees in maintaining these high standards.

The purpose of the Whistle Blower Policy (“the Policy”) is to encourage employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company, its subsidiaries and affiliates.

A whistle-blowing or reporting mechanism such as is set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company, its subsidiaries and affiliates. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices.

The Company adopts accounting policies and practices in accordance with the applicable accounting standards to present a true and fair view of its operations and financial position. Selection of accounting practices requires interpretation and exercise of judgment, which may give rise to differing opinions. Employees are free to raise issues, if any, which they may have on the accounting policies and procedures adopted for any area or item and discuss the same.

2. Definitions

2.1. Audit Committee

Audit Committee (“the Committee”) constituted by the Board of Directors of the Company.

2.2. Employee

An employee is every bona-fide employee currently in the employment of the Company.

2.3. Subsidiary Company

Subsidiaries as per the last available Published Accounts of the Company are classified as subsidiary companies.

2.4. Retaliation / Victimization

Retaliation is any act, direct or indirect, recommended, threatened or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy.

Retaliation includes overt/covert acts of:

- discrimination
- reprisal
- harassment
- vengeance

2.5. Whistle Blower

A Whistle Blower means any employee who raises a concern in accordance with this Policy.

2.6. Whistle Blowing 'Concern' or 'Complaint'

Whistle blowing (also referred to as 'complaint' or 'concern') can be described as attracting management's attention to information about potentially illegal and / or unacceptable practices. Employees can raise concerns / issues, if any, which they have on the following or possibilities / apprehensions of:

- Breach of any law, statute or regulation by the Company.
- Issues related to accounting policies and procedures adopted for any area or item.
- Acts resulting in financial loss or loss of reputation.
- Misuse of office, suspected/actual fraud and criminal offences.

3. Framework for ensuring compliance to the Policy

3.1 For employees of IBREL

The employee may send a communication directly in writing through a letter or through email to The Joint Managing Director (JMD), Indiabulls Real Estate Limited, Office No 01-1001, WeWork, Blue One Square, Udyog Vihar Phase 4 Rd, Gurugram – 122016. Email address: gurbanssingh@indiabulls.com. Additional modes of communication would be made available to employees and would be periodically communicated.

Within a reasonable time of receipt of the concern by JMD, an acknowledgement shall be sent to the sender of the concern (where a return address or email address is available). The acknowledgement shall confirm receipt of the concern and inform the sender that the concern would be inquired into, appropriately addressed and reported to the Audit Committee. In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department / authority for further action, as may be deemed necessary.

JMD upon receipt of the concern or complaint shall immediately set in motion appropriate action to inquire into the matter. JMD shall report to the subsequent quarterly Audit Committee meeting, details of the concerns received (without editing them). JMD shall also update the Audit Committee on the status of inquiry and actions. Further action shall be taken by JMD based on the Audit Committee's directions and guidance, if any. Inquiry into the concerns received under this policy shall normally be completed within 90 days of receipt of the concern by JMD. Concerns requiring additional time for inquiry shall be intimated to the Audit Committee at the time of reporting the status of inquiry and actions on a quarterly basis. Once the inquiry is completed, JMD shall communicate the actions to be taken, if any, by respective groups within IBREL and track closure of such actions. A concern shall be kept open until such actions are initiated / completed.

The concern shall be deemed as closed upon conclusion of the inquiry and disciplinary action, recovery proceedings, initiation of external legal proceedings, or reporting as required by extant policies, after which the concern shall be reported as closed to subsequent quarterly Audit Committee meeting.

The status of all concerns which are open shall be reported to the Audit Committee by JMD on a quarterly basis. Concerns which were closed during the preceding quarter shall also be informed to the Audit Committee along with relevant details.

3.2 For employees of subsidiaries and affiliates

The employee may send a communication directly to any of the members of the Committees of the respective subsidiaries / affiliates and in case the subsidiary / affiliates does not have an Audit Committee, to any member of the Board of Directors.

The Secretarial departments of the various subsidiaries / affiliates will make available to the employees, the addresses and email addresses of the members of the respective Audit Committee / Board members.

4. Prevention of victimization or harassment of employees raising any concerns under the Policy

Any employee who makes a disclosure or raises a concern under the Policy will be protected, if the employee:

- Discloses the information in good faith
- Believes it to be substantially true
- Does not act maliciously nor makes false allegations and
- Does not seek any personal or financial gain

The Company will not tolerate any attempt on the part of anyone to apply any sanction or disadvantage or to discriminate against any person who has reported to the Company serious and genuine concern that they may have concerning an apparent wrong doing.

Protection under the Policy shall be available to the employee who raises the concern under this Policy till such time that the complainant's employment subsists with Company. An employee who wishes to raise a concern in respect of any disciplinary action or any act of retaliation as defined in this Policy

against the concerned employee can do so within 3 months of such action or act of retaliation. After this time period has elapsed, the concern, if raised shall not be treated as a concern under this Policy.

Any attempt on the part of any employee to misuse the policy for personal advantage will be dealt with strictly by JMD.

5. Confidentiality and Anonymity

Employees may send communications on an anonymous basis. If an employee chooses to not to disclose his or her identity, the same will be treated in confidence and the recipient shall not disclose the same. This would not have any impact on the employee's performance appraisal, assignment of work or other matters related to employment with the Company or its subsidiaries or affiliates.

6. Record Keeping

Records pertaining to the complaint shall be maintained by the Secretarial Department.

7. Other Matters

JMD shall lay down an appropriate mechanism to communicate the policy periodically to the employees.